

Exhibit C

**AMENDMENT NO. 1
TO THE
AMENDED AND RESTATED OPERATING AGREEMENT
OF
DUTKO WORLDWIDE LLC**

AMENDMENT NO. 1 TO THE AMENDED AND RESTATED OPERATING AGREEMENT (this "Amendment No. 1"), dated April 10, 2013, is made and entered into by **DUTKO MIDCO, LLC.**, a Delaware limited liability company and sole member (the "**Member**"), and **DUTKO WORLDWIDE, LLC**, a Delaware limited liability company (the "**Company**"). All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Existing LLC Agreement (as defined below).

WHEREAS, the sole Member and the Company previously entered into an Operating Agreement, dated as of June 20, 2005 (the "**Original Agreement**").

WHEREAS, the Company and sole Member previously entered into an Amended and Restated Operating Agreement, dated as of December 1, 2009 (the "**A&R Operating Agreement**"; as amended by this Amendment No. 1, the "**A&R Amendment No. 1**"); and

WHEREAS, the Company and sole Member desires to amend paragraph Eight of the A&R Operating Agreement as hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth in this Amendment No. 1, the Member hereto agrees as follows:

1. **Amendment.** The parties hereto agree that effective as of the date hereof, Paragraph Eight of the A&R Operating Agreement shall be stricken and replaced with the following:

8. **Officers.** The Member may designate one or more individuals to serve as officers of the Company. The Company shall have such officers as the Member may from time to time determine, which officers may (but need not) include a Chairperson, President, Chief Executive Officer, Chief Financial Officer, one or more Vice Presidents and Managing Directors (and in case of each such Vice President and Managing Director, with such descriptive title, if any, as the Member shall deem appropriate), Secretary and a Treasurer. Any two or more offices may be held by the same individual. An officer of the Company shall have the duties and responsibilities consistent with his position and shall perform such duties and responsibilities as shall from time to time be prescribed or delegated to him by the Member. The following individuals shall be designated officers of the Company:

Name

Title

Sally Withey

Chairperson

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G. Stephen Perry
Arthur Silverman
Peter L. Robinson


Vice Chairman
Managing Principal
Secretary

2. **Full Force and Effect.** Except as set forth above, the A&R Operating Agreement as amended and set forth herein, shall remain in full force and force without further modification. As used in the Original Agreement, the term "Agreement" shall mean the LLC Agreement, as from time to time amended (including without limitation, this Amendment No. 1).

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement
as of the date shown above.

DUTKO MIDCO, LLC

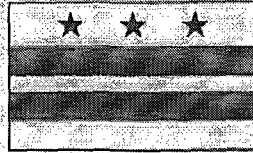
By: 
Name: Peter L. Robinson
Title: Secretary

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GOVERNMENT OF THE DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

CORPORATIONS DIVISION



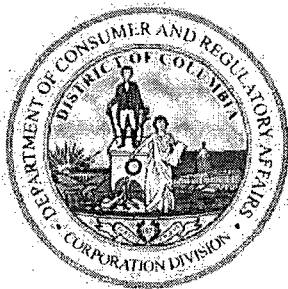
CERTIFICATE

THIS IS TO CERTIFY that all applicable Trade Name requirements of the Omnibus Regulatory Reform Act of 1998 have been complied with and accordingly, this **CERTIFICATE OF TRADE NAME REGISTRATION** is hereby issued to:

DUTKO WORLDWIDE, LLC

Trade Name: DUTKO GRAYLING

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of **06/28/2011 11:41:55**



Business and Professional Licensing Administration

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: HN2EN92P18

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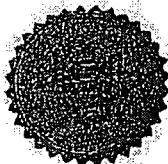
PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "DUTKO WORLDWIDE, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005, AT 12:27 O'CLOCK P.M.

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050537489



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3989382

DATE: 06-29-05

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:27 PM 06/28/2005
FILED 12:27 PM 06/28/2005
SRV 050537489 - 2283379 FILE

CERTIFICATE OF FORMATION

OF

DUTKO WORLDWIDE, LLC

1. The name of the limited liability company is Dutko Worldwide, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 28th day of June, 2005.

DUTKO WORLDWIDE, LLC

By /s/ M. Martha Sherry
Name: M. Martha Sherry
Title: Authorized Person

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